1302894

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1	OUD ADDE	OVAL
	OMB APPF	KUVAL
	OMB Number:	3235-0076
	Expires:	May 31, 2005
	Estimated avera	ge burden
	hours per respor	nse 16.00

SEC USE	ONLY
Prefix	Serial
DATE RECE	EIVED
1	1

Name of Offering (  check if this is an amendment an	d name has changed, and indicate change.)	
ORTHOsoft Holdings Inc. f/k/a North Hatley C	apital Inc Private Placement	
Filing Under (Check box(es) that apply): Rule 504	Rule 505 <b>X</b> Rule 506 Section 4(6)	ULOE DOOD
Type of Filing: New Filing Amendment		D VLOE PROCESSED
	A. BASIC IDENTIFICATION DATA	SEP 1 3 2004
1. Enter the information requested about the issuer		1 5 2004
Name of Issuer ( check if this is an amendment and na	ame has changed, and indicate change.)	INUMSON E
ORTHOsoft Holdings Inc. f/k/a North Hatley C		FINANCIAL
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
75 Queen Street, Suite 3300, Montreal, Quebec	H3C 2N6	(514) 861-4074
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	the state of the state of the state of	
D. CD.		
Brief Description of Business	grand and the second of the se	
Research and development for computer assiste	d surgery	S S S S S S S S S S S S S S S S S S S
Type of Business Organization		3 150
		lease specify):
business trust limited parti	nership, to be formed	
	Month Year	West and
Actual or Estimated Date of Incorporation or Organization		nated
Jurisdiction of Incorporation or Organization: (Enter two-l		
CN for C	Canada; FN for other foreign jurisdiction)	lc N

## GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

					BASIC ID	ENTI	FICATION DATA		_		
2. Enter the inf	ormation re	equest	ed for the fo	llowir	ng:						
• Each pror	noter of th	e issu	er, if the is	suer l	nas been organized	with	in the past years;				
<ul> <li>Each benef</li> </ul>	ficial owner	havin	ig the power	to voi	te or dispose, or direc	et the	vote or disposition of	f, 10%	or more of	`a class	of equity securities of the issuer.
• Each execu	utive office	r and	director of c	orpor	rate issuers and of e	orpora	ite general and mana	iging	partners of	partne	ship issuers; and
• Each gene	ral and ma	nagin	g partner of	partr	nership issuers.						
Check Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last na	ame first, if	indivi	idual)						*******		
HANNA. Geo	rge										
		ess (N	umber and S	treet,	City, State, Zip Cod	 lc)			-		
75 Queen Stree	et, Suite	3300,	Montreal	, Que	ebec H3C 2N6						9
Check Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last na	ame first, if	indivi	dual)						Time		
MARLEAU, H	Iubert										
		ess (N	umber and S	treet,	City, State, Zip Cod	e)			<del>-</del>		
75 Queen Stree	et, Suite	3300,	Montreal,	Que	bec H3C 2N6	2 -					
Check Box(es) that	Apply:		Promoter		Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last na	ame first, if	indivi	dual)				****				
			umber and S	treet,	City, State, Zip Cod	c)				<u> </u>	
75 Queen Stree	Each promoter of the issuer, if the issuer has been organized within the past years;  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.  Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers.  Beek Bux(es) that Apply										
Check Box(es) that	Apply:		Promoter		Beneficial Owner	X	Executive Officer	X	Director		
Full Name (Last na	me first, if	indivi	dual)		-		•				<del></del>
LE BOUYON	NEC, Ste	phan	e :		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		grander Successful				
Business or Reside	ence Addre	ss (Nı	imber and Si	treet,	City, State, Zip Code	e)			*****	·	
75 Queen Stree	et, Suite 3	300,	Montreal,	Que	bec H3C 2N6				_	jest <u>.</u>	
Check Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		
Full Name (Last na	me first, if	indivi	dual)								
ZACCHIA, Sai	m .					7. SE			1 . ¥		
Business or Reside	ence Addre	ss (Nu	ımber and St	rcet,	City, State, Zip Code	e)					
75 Queen Stree	et, Suite 3	300,	Montreal,	Que	bec H3C 2N6	٠.	····			··.	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		
Full Name (Last na	me first, if	individ	iual)							***************************************	
HICKEY, Paul							•				´.
2. Enter the information requested for the following:  - Each permoter of the issuer, if the issuer has been organized within the past years;  - Each beeneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers.  Check Box(es) that Apply.											
75 Queen Stree	et, Suite 3	300,	Montreal,	Que	bec H3C 2N6						
Check Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		
Full Name (Last na	me first, if	individ	dual)	-	*						
JOHNSON, Pi	erre Marc	:			•						
Business or Reside	ence Addre	ss (Nu	imber and St	reet,	City, State, Zip Code	2)					
75 Queen Stree	Director   General and/or Managing Partner   Managi										

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) CRETIER, Stephan Business or Residence Address (Number and Street, City. State, Zip Code) 75 Queen Street, Suite 3300, Montreal, Quebec H3C 2N6 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) GREENWALD, A. Seth Business or Residence Address (Number ard Street, City, State, Zip Code) 75 Queen Street, Suite 3300, Montreal, Quebec H3C 2N6 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner **X** Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) KATSIROUMBAS, Peggy Business or Residence Address (Number and Street, City, State, Zip Code) 75 Queen Street, Suite 3300, Montreal, Quebec H3C 2N6 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter ☐ Beneficial Owner ☐ General and/or Check Box(es) that Apply: ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City. State, Zip Code)

				В	B. INFORM.	ATION AB	OUT OFFE	RING				
I . Has the	e issuer so	old, or does	s the issuer	intend to	sell, to nor	n-accredite	d investors	s in this of	fering?		Yes	No 🔀
	L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [IT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [NH] [OK] [CRI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WA] [WV] [WI] [WA] [WA] [WV] [WI] [WA] [WA] [WV] [WI] [WA] [WA] [WA] [WA] [WA] [WA] [WA] [WA		•									
2. What is	s the mini	mum inves	stment that	will be ac	cepted from	m any indi	vidual?			•••••	s <u>N</u>	/A
3. Does ti	ne offerin	g permit jo	oint owners	hip of a si	ingle unit?						Yes	No
commis If a pers or states	ssion or sin son to be l s, list the r	milar remui isted is an a name of the	neration for associated p broker or c	solicitatio erson or a lealer. It m	n of purcha gent of a br ore than fiv	sers in con oker or dea ve (5) perso	nection wit aler register ons to be lis	th sales of s red with the sted are ass	securities is e SEC and/	n the offer or with a s	ing. tate	
Full Name	(Last nan	ne first, if in	ndividual)		,	gesty.						
Rusiness o	r Residen	ce Address	(Number a	nd Street (	City State	Zip Code)	<u> </u>		171.00	3 - 1	·-	
Dusiness	n residen	ec mairess	(rumoer a	na street.	city, state.	Zip Code)	+ 1 <sub>1</sub>			. :		
Name of A	Associated	Broker or	Dealer						77			
States in V	Which Per	son Listed	Has Solicit	ed or Inter	nds to Solic	it Purchase	ers				==	•
(Chec	k "All Sta	ites" or che	ck individua	al States)		•••••						All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[ IL ]		[ IA]					[MD]	[MA]		[MN]	[MS]	[MO]
[MT]	Answer also in Appendix, Column 2. if filing under ULOE. In the minimum investment that will be accepted from any individual?  The offering permit joint ownership of a single unit?  The information requested for each person who has been or will be paid or given, directly or sion or similar remuneration for solicitation of purchasers in connection with sales of securities to to be listed is an associated person or agent of a broker or dealer registered with the SEC and is, list the name of the broker or dealer. It more than five (5) persons to be listed are associated per or dealer. You may set forth the information for that broker or dealer only.  (Last name first, if individual)  The Residence Address (Number and Street, City, State, Zip Code)  Associated Broker or Dealer  Which Person Listed Has Solicited or Intends to Solicit Purchasers  k "All States" or check individual States)  [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL]  [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI]  [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV]  (Last name first, if individual)  The Residence Address (Number and Street, City, State, Zip Code)  ssociated Broker or Dealer  Which Person Listed Has Solicited or Intends to Solicit Purchasers  k "All States" or check individual States)  [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL]  [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI]		[OR]	[PA]								
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[ RI ]	[SC]	ر دد ا	[ ]	(,	•							
						en Paggior			·			
Full Name	(Last nam	ne first, if ir	ndividual)						1.9			
Full Name Business c	(Last nam or Residen	ne first, if ir	ndividual) (Number a									<u> </u>
Full Name Business c	(Last nam or Residen	ne first, if ir	ndividual) (Number a									
Full Name Business c Name of A	(Last name or Residen associated	ce Address  Broker or	(Number a Dealer Has Solicite	and Street,	City, State	, Zip Code	ers					
Full Name Business c Name of A	(Last name or Residen associated	ce Address  Broker or	(Number a Dealer Has Solicite	ed or Inten	City, State	, Zip Code	) ers			_	_	
Full Name Business of Name of A States in V (Chec	(Last name or Residen associated Which Persok "All Sta	ce Address  Broker or  son Listed tes" or chec	(Number a Dealer  Has Solicitesk individua	ed or Intental States) [CA]	City, State	, Zip Code it Purchase [CT]	ers [DE]	[DC]	(FL)	[GA]	[HI]	[ID]
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Full Name Business of Name of A States in V (Check [AL] [IL] [MT] [RI]	(Last name or Resident Associated Which Persok "All State [AK] [IN] [NE] [SC]	ce Address  Broker or  son Listed tes" or chec  [AZ] [IA] [NV] [SD]	(Number a Dealer Has Solicite ek individua [AR] [KS] [NH] [ TN]	ed or Intental States)  [CA]  [KY]  [NJ]	city, State	it Purchase  [CT]  [ME]  [NY]	(DE) [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [NH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
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Full Name  Business of A  States in V  (Chece  [AL]  [IL]  [MT]  [RI]	(Last name or Residen Associated Which Person Residen Person Residen Person Residen Person Resident Person Res	Broker or son Listed tes" or chec [AZ] [IA] [NV] [ SD]	(Number a Dealer  Has Solicite k individua  [AR] [KS] [NH] [TN]	ed or Intental States) [CA] [KY] [NJ] [TX]	City, State  Ids to Solic  [CO] [LA] [NM] [UT]	it Purchase  [CT]  [ME]  [NY]  [VT]	(DE) [MD] [NC] [VA]	[DC] [MA] [ND]	[FL] [MI] [NH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
Full Name Business of A States in V (Chece [AL] [IL] [MT] [RI]	(Last name or Residen expectated) Which Persok "All Sta [AK] [IN] [NE] [SC]	Broker or  son Listed tes" or chec [AZ] [IA] [NV] [SD]	(Number a Dealer  Has Solicite ek individua  [AR] [KS] [NH] [TN]  dividual)	ed or Intental States) [CA] [KY] [NJ] [TX]	City, State  Ids to Solic  [CO] [LA] [NM] [UT]	it Purchase  [CT]  [ME]  [NY]  [VT]	(DE) [MD] [NC] [VA]	[DC] [MA] [ND]	[FL] [MI] [NH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
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Full Name  Business of A  States in V  (Chece [AL]  [IL]  [MT]  [RI]  Full Name  Business of A  States in V  (Chece [AL]	(Last name or Resident Associated Which Persident Clast name or Resident Clast name or Resident Clast name of Resident Name of Resi	be first, if ince Address  Broker or Son Listed tes" or check [AZ] [IA] [NV] [SD]  be first, if ince Address  Broker or Son Listed tes" or check [AZ]	(Number a Dealer  Has Solicite ek individua  [AR] [KS] [NH] [TN]  dividual)  (Number a  Dealer  Has Solicite ek individua  [AR]	ed or Intensil States) [CA] [KY] [NJ] [TX]  and Street, of the control of the con	City, State  [CO] [LA] [NM] [UT]  City, State,	it Purchase  [CT]  [ME]  [VT]  Zip Code)	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [NH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
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OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amou sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering this box and indicate in the columns below the amounts of the securities offered for exchanged.	ing, check	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	<b>\$</b> 0
Equity. 12,000,000 Units*		S 691,600
Common Preferred		
Convertible Securities (including warrants)	\$0	S 0
Partnership Interests	*	
Other (Specify)		s o
Total		S 091,600
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504 the number of persons who have purchased securities and the aggregate dollar amoun purchases on the total lines. Enter "O" if answer is *'none" or "zero."	4, indicate nt of their	Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors.		S 691,600
Non-accredited Investors		<u>S 0</u>
Total (for filings under Rule 504 only)		S
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months price first sale of securities in this offering. Classify securities by type listed in Part C Que:	or to the	
	Type of	Dollar Amoun
Type of Offering	Security	Sold
Rule 505		\$
Regulation A		<u>S</u>
Rule 504		\$
Total		S
a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the The information may be given as subject to future contingencies. If the amount of an expend known, furnish an estimate and check the box to the left of the estimate.	e insurer.	
Transfer Agent's Fees		\$
Printing and Engraving Costs		S
Legal Fees.	<b>X</b>	S 10,000
Accounting Fees		S
Engineering Fees		\$

\*Each Unit consists of one post-consolidated common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire (a) one common share at a price of CDN \$1.50 per share until 18 months following August 24, 2004 (the "Closing Date") and (b) one common share at a price of CDN \$1.85 per share until 24 months following the Closing Date.

Sales Commissions (specify finders' fees separately)

Total .....

Other Expenses (identify) Blue Sky Filing Fees

.....

S 150.00

S 10,150

X

OFFERING PRICE, NUME	BER OF INVESTORS, EXPENSES AND USE OF PR	OCEEDS	
	ering price given in response to Part CQuestion 1Question 4.a. This difference is the "adjusted gross		s <u>681,450</u>
	ny purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross		
		Payments to Officers. Directors, & Affiliates	Payments to Others
Salaries and fees		] S	s
Purchase of real estate		] \$	S
Purchase, rental or leasing and installation of ma and equipment	chinery	] S	S
Construction or leasing of plant buildings and fac	cilities	] \$	s
Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	lue of securities involved in this sets or securities of another	7 s	S
Repayment of indebtedness	······		☐ \$
Working capital			<b>⋉</b> § 681,450
	· · · · · · · · · · · · · · · · · · ·		
		_	
		ີງ S	□ s
		general magnetic and	S
Total Payments Listed (column totals added)		[ S	
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by th signature constitutes an undertaking by the issuer to further information furnished by the issuer to any non-accr	rnish to the U.S. Securities and Exchange Commission	on, upon written	
Issuer (Print or Type) ORTHOsoft Holdings, Inc. f/k/a North Hatley Capital Inc.	Kasieaie	sate Sept.	3,2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	/	
KATSIROUMBAS, Peggy	Chief Financial Officer		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

	E. STATE SIGNATURE			
i.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?		Yes	No <b>X</b>
	See Appendix, Column 5, for state response.			
2.	<ol> <li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which t D (I 7 CFR 239.500) at such times as required by state law.</li> </ol>	his notice is file	ed a notice	on Form
3.	<ol> <li>The undersigned issuer hereby undertakes to furnish to the state administrators, upon written requissuer to offerees.</li> </ol>	uest, informatio	on furnish	ed by the
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satis limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the of this exemption has the burden of establishing that these conditions have been satisfied.			
	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be sign duly authorized person.	ed on its behalf	by the un	dersigned
	ORTHOsoft Holdings, Inc. f/k/a North Hatley Capital		3,20	υ¥
	Name (Print or Type) Title (#rint or Type)	· · · · · · · · · · · · · · · · · · ·		

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX				
	Intend to non-a	2 I to sell ccredited s in State Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State  (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X		0	0	0	0		X
AK		X		0	0	0	0		X
AZ		X		0		0	0		X
AR		×		0		0	0		X
CA	was a	×	135,000 Units @.76 per Unit	1	\$102,600	0	0		X
со		X		0	0	0	0		X
СТ		X		0	0	0	0		X
DE		X		0	0	0	0		X
- DC		X	. 1.1.	0	0	0/11/11/2012	0		X
FL		X	775,000 Units @\$.76 per Unit	17	\$589,000	0	0	n e service e p	X
GA		X		0	0	0	0		X
НІ		X		0	0	0	0		X
ID		X		0	0.	0	0*		X
IL		X		0	0	0	0		X
IN		X		0	0	0	0		X
IA		X		0	0	0	0		X
KS		X	÷	0	0	0	0		X
KY		X		0	0	0	0		X
LA		X		0	0	0	0		X
МЕ		X		0	0	0	0		X
MD		X		0	0	0	0		X
МА		×		0	0	0	0		X
МІ		X		0	0	0	0		X
MN		X		0	0	0	0		X
MS		X		0	0	0	0		X

			· · · · · · · · · · · · · · · · · · ·	APP	ENDIX					
i	Intend to sell to non-accredited investors in State (Part B-Item 1)		Intend to sell and aggregate to non-accredited offering price	4  Type of investor and amount purchased in State  (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		X		0	0	0	0		X	
МТ		X		0	0	0	0		X	
NE		X		0	0	0	0		X	
NV		X		0	0	0	0		X	
NH		×		0	0	0	0		X	
NJ		X		0	0	0	0		X	
NM		X		0	0	0	0		X	
NY		X		0	0	0	0	,	X	
NC		X		0	0	0	0	174 S.	X	
ND		X		0	0	0	0		X	
ОН		<b>X</b>	- 1	0	0	0	0		X	
ОК		X		0	0	0	0		X	
OR		X		0	0	0	0		X	
PA		X		0	0	0	0	,	X	
Ri		X	,	0	0	0	0		X	
sc		X		0	0	0	0.		X	
SD		X		0	0	0	0		X	
TN		X		0	0	0	0		X	
TX		X		0	0	0	0		<b>X</b>	
UT		X	·	0	0	0	0		X	
VT		X		0	0	0	0		X	
VA		X		0	0	0	0		X	
WA		X		0	0	0	0		X	
wv		X		0	0	0	0		X	
wı		X		0	0	0	0		X	

				APP	ENDIX				77
l	to non-a	2 I to sell accredited s in State	Type of security and aggregate offering price offered in state		amount pi	f investor and archased in State		under Sta (if yes, explana waiver p	attach ation of granted)
State	(Part B-	No No	(Part C-Item 1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	(Part E-I	No No
WY		X		0	0	0	0		X
PR		×	, , .	0	0	0	0		X